

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X		
MERIDIAN HORIZON FUND, LP,	:	09 CV 3708 (TPG)
MERIDIAN HORIZON FUND II, LP,	:	
MERIDIAN DIVERSIFIED FUND, LP,	:	
MERIDIAN DIVERSIFIED FUND, LTD.,	:	ECF CASE
MERIDIAN DIVERSIFIED ERISA FUND,	:	Electronically Filed
LTD., MERIDIAN DIVERSIFIED COMPASS	:	
FUND, LTD., and MERIDIAN ABSOLUTE	:	
RETURN ERISA FUND, LTD.,	:	
	:	
Plaintiffs,	:	DECLARATION OF
	:	JASON C. VIGNA
-against-	:	
	:	
TREMONT GROUP HOLDINGS, INC.,	:	
TREMONT PARTNERS, INC., TREMONT	:	
(BERMUDA) LIMITED, OPPENHEIMER	:	
ACQUISITION CORPORATION, KPMG	:	
LLP, AND KPMG (CAYMAN),	:	
	:	
Defendants.	:	
	:	
----- X		

I, JASON C. VIGNA, declare pursuant to 28 U.S.C. § 1746 as follows:

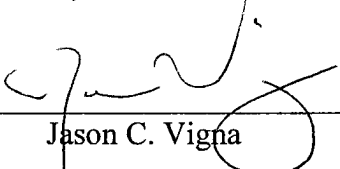
1. I am a member of the bar of this Court and am associated with the firm of Skadden, Arps, Slate, Meagher & Flom LLP, attorneys for defendants Tremont Group Holdings, Inc., Tremont Partners, Inc. and Tremont (Bermuda) Limited (collectively, the "Tremont Defendants") in this action.

2. I submit this Declaration in support of the Tremont Defendants' Motion to Dismiss the Complaint (the "Motion") and to place before the Court true and correct copies of the following documents referenced in the accompanying memorandum of law in support of the Motion:

- | Exhibit | Document |
|---------|--------------------------------------------------------------------------------------------------------------------------|
| A. | Rye Select Broad Market XL Fund, L.P. Amended and Restated Limited Partnership Agreement. |
| B. | Rye Select Broad Market XL Portfolio Limited Amended and Restated Information Memorandum. |
| C. | Rye Select Broad Market XL Portfolio Limited – Management Agreement. |
| D. | Rye Select Broad Market XL Fund, L.P. Amended and Restated Confidential Private Placement Memorandum. |
| E. | Madoff Plea Allocution in <u>United States v. Madoff</u> ,
No. 09 Cr. 213, Docket Entry #50 (S.D.N.Y. Mar. 12, 2009). |
| F. | SEC Division of Enforcement Case Closing Recommendation in
Case No. NY-07563. |
| G. | Meridian Diversified Fund Limited Subscription Agreement. |
| H. | Meridian Diversified ERISA Fund Limited Subscription Agreement. |
| I. | Meridian Absolute Return ERISA Fund Limited Subscription Agreement. |
| J. | Meridian Diversified Compass Fund Limited Subscription Agreement. |

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 20th day of May, 2009, in New York, New York.



Jason C. Vigna